



0100578048

Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757 • Facsimile (415) 495-5436

Lenona Young
Paralegal

Law Department

January 30, 1995

15553
FEB 7 - 1995

G 4137-327

Mr. Sydney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Participation Agreement dated as of March 30, 1988
among Southern Pacific Transportation Company, Lessee,
Signal Capital Corporation, Owner, and Bank of America
National Trust and Savings Association, Initial Lender
and Agent

Dear Mr. Strickland:

Enclosed are an original and three photocopies of a document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document is a Bill of Sale dated January 18, 1995. The document is a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the document is in connection with is recorded under Recordation No. 1 5553.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller: Signal Capital Corporation
55 Ferncroft Road
Danvers, Massachusetts 01923

Buyer: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A fee of \$21 is enclosed. Please return the three counterparts of the Bill of Sale evidencing the recordation data stamped thereon to:

Mr. Sidney L. Strickland, Jr.
January 30, 1995
Page Two

Ms. Lee Young
Law Department, Room 816
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A short summary of the enclosed document to appear in the Commission's index is:

Bill of Sale dated January 18, 1995, with Southern Pacific Transportation Company, as Buyer, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, and Signal Capital Corporation, as Seller, 55 Ferncroft Road, Danvers, Massachusetts 01923, covering one 3600 horsepower 6-axle SD45-T2 General Motors (Electric Motive Division) diesel electric locomotive, identifying number SP 6847.

Very truly yours,

A handwritten signature in cursive script that reads "Lenora Young". The signature is written in dark ink and is positioned below the typed name "Lenora Young".

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/7/95

Office Of The Secretary

Lenona Young-Paralegal
Southern Pacific Lines
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/95 at 3:00PM , and
assigned recordation number(s). 15553--D.

Sincerely yours,

Vernon A. Williams
Vernon A. Williams
Secretary

Enclosure(s)

(0100518048)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

James M. Fort

15553-D

BILL OF SALE

In consideration of the sum of one dollar and other good and valuable consideration, receipt of which is hereby acknowledged, Signal Capital Corporation, 55 Ferncroft Road, Danvers, Massachusetts ("Seller"), does hereby sell and transfer to Southern Pacific Transportation Company ("Buyer"), whose address is 1 Market Plaza, San Francisco, California, the following described personal property (the "Property"):

1 SP 68-47 locomotive.

The Seller is neither the manufacturer nor a distributor of, nor dealer or merchant in, the Property.

THE SELLER MAKES NO WARRANTY OF MERCHANTABILITY IN RESPECT TO THE PROPERTY, AND THE PROPERTY IS SOLD IN AN "AS IS, WHERE IS" CONDITION, WITH ALL FAULTS. By acceptance of delivery of the Property the Buyer affirms that it has not relied on the Seller's skill or judgment to select or furnish the Property for any particular purpose, AND THAT THE SELLER MAKES NO WARRANTY THAT THE PROPERTY IS FIT FOR ANY PARTICULAR PURPOSE AND THAT THERE ARE NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED OR STATUTORY, THAT EXTEND BEYOND THE DESCRIPTION OF THE PROPERTY, except that the Seller represents and warrants that the Seller owns the Property and has full power, right and authority to convey title thereto.

This is a final and exclusive expression of the agreement of the Seller and the Buyer and no course of dealing or usage of trade or course of performance shall be relevant to explain or supplement any term expressed in this agreement.

By acceptance of delivery of the Property, the Buyer acknowledges that the Property is currently in Buyer's possession and is in a damaged state, and that Buyer has either examined the Property as fully as desired, or has been given the opportunity for such examination and has refused to make such examination.

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale this 18th day of January, 1995.

Signal Capital Corporation

BY:

Bess J. Palmisciano
Bess J. Palmisciano
Vice President and General Counsel

Commonwealth of Massachusetts
County of Essex

The foregoing instrument was acknowledged before me on this 18th day of January, 1995 by Bess J. Palmisciano known to me to be the person who executed the foregoing Bill of Sale.

Notary Public: Pamela R. Jacob My commission expires: _____

MY COMMISSION EXPIRES FEB. 24, 2000